



澳門祥泰地產集團有限公司*

MACAU PRIME PROPERTIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Macau Prime Properties Holdings Limited (the “Company”) will be held at Conference Room, 11/F., Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 12th September, 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

“**THAT**, the agreement dated 26th June, 2007 (the “Agreement”, a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Macau Prime Property (Macau) Limited (the “Vendor”), a wholly-owned subsidiary of the Company, as vendor and Gainventure Holdings Limited (the “Purchaser”) as purchaser, the Company and Get Nice Holdings Limited (“Get Nice”) whereby, inter alia, the Purchaser conditionally agrees to purchase from the Vendor and the Company and the Vendor and the Company conditionally agrees to sell to the Purchaser, the entire issued share capital of Dragon Rainbow Limited (“Dragon Rainbow”) and all the shareholder’s loan due from Dragon Rainbow to the Company respectively, at a consideration of HK\$350,000,000 (the “Consideration”) and the transactions contemplated thereunder, including:

- (a) the receipt of 126,262,626 shares of HK\$0.10 each in the share capital of Get Nice by the Vendor (or such person(s) as nominated by the Vendor) for settlement of part of the Consideration; and
- (b) the receipt by the Vendor (or such person(s) as nominated by the Vendor) from Get Nice of HK\$100,000,000 3-year 5% convertible bonds in registered form for settlement of part of the Consideration,

and the transactions contemplated thereunder, be and are hereby generally and unconditionally approved in all respects and that the directors of the Company (the “Directors”) be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with and/or to implement and/or give effect to the Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company.”

Yours faithfully,
For and on behalf of the Board
Macau Prime Properties Holdings Limited
Cheung Hon Kit
Chairman

Hong Kong, 24th August, 2007

* For identification purpose only

Registered office:
Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
29/F., Paul Y. Centre
51 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his behalf, and such proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or other authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the instrument appointing the proxy shall be deemed to have been revoked.
- (4) In case of joint holders of any share of the Company, if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the Directors are as follows:

Executive directors:

Mr. Cheung Hon Kit (*Chairman*)
Mr. Chan Fut Yan (*Managing Director*)
Mr. Wong Kam Cheong, Stanley (*Deputy Managing Director*)
Mr. Cheung Chi Kit
Mr. Lai Tsan Tung, David
Mr. Ma Chi Kong, Karl

Non-executive directors:

Mr. Ho Hau Chong, Norman (*Deputy Chairman*)
Mr. Lo Lin Shing, Simon

Independent non-executive directors:

Mr. Wong Chi Keung, Alvin
Mr. Kwok Ka Lap, Alva
Mr. Chui Sai Cheong